

**Hearing Date: January 24, 2007 at 11:00 a.m.
Objections Due: December 18, 2006 at 4:00 p.m.**

Carole Neville (CN 5733)
Arthur H. Ruegger (AR 8329)
John A. Bicks (JB 3496)
SONNENSCHEIN NATH & ROSENTHAL LLP
1221 Avenue of the Americas
New York, New York 10020-1089
Tel: (212) 768-6700
Fax: (212) 768-6800

Counsel to Redwood Growth Partners, L.P.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re

BAYOU GROUP, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 06-22306 (ASH)

(Jointly Administered)

BAYOU ACCREDITED FUND, LLC,

Plaintiff,

-against-

REDWOOD GROWTH PARTNERS, L.P.,

Defendant.

Adv. Proc. No. 06-08318 (ASH)

NOTICE OF MOTION TO DISMISS

PLEASE TAKE NOTICE that Defendant Redwood Growth Partners, L.P., upon the accompanying Sonnenschein Redeeming Investors' Joint Memorandum In Support Of Motions Pursuant To Fed.R.Bankr.P. 7009 And 7012(b) And Fed.R.Civ.P. 9(b) And 12(b)(6) For Dismissal Of The Complaints, dated November 10, 2006 (the "Joint Memorandum"), the Declaration Of Carole Neville In Support Of Motions To Dismiss, dated November 10, 2006, and exhibits (the "Neville Declaration"), will move before the Honorable Adlai S. Hardin, United States Bankruptcy Judge, Southern District of New York, at the United States

Courthouse, Room 520 at 300 Quarrapos Street, White Plains, New York at a hearing on January 24, 2007 at 11:00 a.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, for an order pursuant to Bankruptcy Rules 7009 and 7012(b) and Federal Rules of Civil Procedure 9(b) and 12(b)(6) dismissing the complaint in the above-captioned adversary proceeding (the "Motion").

PLEASE TAKE FURTHER NOTICE that identical copies of the Joint Memorandum and Neville Declaration are being served and filed in the other adversary proceedings wherein the defendants are represented by the undersigned counsel; specifically, these documents are being submitted in the following adversary proceedings: Case Nos. 06 - 08318, -08321, -08329, -08332, -08333, -08336, -08337, -08338, -08340, -08341, -08368, -08389, -08391, -08393, -08397, -08399, -08401, -08403, -08405, -08411, -08417, -08420, -08422, -08423, -08431 and -08435 (ASH).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official web site for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), Wordperfect or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), and served in accordance with General Order M-242, and served upon Sonnenschein Nath & Rosenthal LLP, 1221 Avenue of the Americas, New York, New York, 10020, Attention: Carole Neville, Esq., Arthur H. Ruegger, Esq. and John A. Bicks, Esq., so as to be actually received by the foregoing no later than December 18, 2006 at 4:00 p.m.

No previous request for the relief sought in the Motion has been made to this or any other court.

Dated: New York, New York
November 10, 2006

SONNENSCHEIN NATH & ROSENTHAL LLP

By: /s/ Carole Neville
Carole Neville (CN 5733)
Arthur H. Ruegger (AR 8329)
John A. Bicks (JB 3496)
1221 Avenue of the Americas, 24th Floor
New York, NY 10020-1089
Telephone: (212) 768-6700
Fax: (212) 768-6800

Counsel to Redwood Growth Partners, L.P.

TO: Counsel on the Attached Certificate of Service

CERTIFICATE OF SERVICE

I hereby certify that, on this 10th day of November, 2006, I caused to be served a copy of the foregoing **Notice of Motion to Dismiss** on: (i) the parties listed on the attached Core Group Service List either by overnight delivery or by hand delivery where indicated; and (ii) the attached 2002 Service List by first class U.S. mail.

/s/Carole Neville

Carole Neville, Esq.

Core Group Service List

By Overnight Delivery

Jeff J. Marwil
c/o Jenner & Block LLP
One IBM Plaza
Chicago, IL 60611

By Overnight Delivery

Elise Scherr Frejka, Esq.
Gary J. Mennitt, Esq.
Dechert LLP
30 Rockefeller Plaza
New York, NY 10112

By Overnight Delivery

Tracy L. Klestadt, Esq.
Klestadt & Winters LLP
292 Madison Avenue, 17th Floor
New York, New York 10017-6314

By Overnight Delivery

Joseph A. Gershman, Esq.
Robert M. Novick, Esq.
Kasowitz, Benson, Torres & Friedman
1633 Broadway
New York, NY 10019

By Overnight Delivery (*Courtesy Copy*)

The Honorable Adlai S. Hardin
United States Bankruptcy Court
Southern District of New York
300 Quarropas Street
White Plains, NY 10601-4140

By Hand Delivery

Lisa L. Lambert, Esq.
Office Of The United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

By Overnight Delivery

Richard A. Kirby, Esq.
Preston Gates Ellis & Rouvelas Meeds LLP
1735 New York Avenue NW, Suite 500
Washington, DC 20006

2002 Service List

ADELMAN LAVINE GOLD & LEVIN
GARY M. SCHILDHORN, ESQ.
FOUR PENN CENTER
SUITE 900
PHILADELPHIA, PA 19103-2808

BAYOU GROUP, LLC
C/O THE TRUMBULL GROUP, LLC
P.O. BOX 721
WINDSOR, CT 06095-0721

BAKER DONELSON BEARMAN CALDWELL &
BERKOWITZ, PC
E. FRANKLIN CHILDRESS, JR., ESQ.
COUNSEL FOR UT MEDICAL GROUP
165 MADISON AVENUE, SUITE 2000
MEMPHIS, TN 38103

THE TRUMBULL GROUP, LLC
ATTN: BAYOU GROUP NOTICING
4 GRIFFIN ROAD NORTH
WINDSOR, CT 60695

BERGER & MONTAGUE, P.C.
MERRILL G. DAVIDOFF, ESQ.
LANE L. VINES, ESQ.
1622 LOCUST STREET
PHILADELPHIA, PA 19103

BERMUDA FUND LLC
ATTN: ROBERT KECK, PRESIDENT
c/o 6800 CAPITAL CORP.
ONE PALMER SQUARE, SUITE 530
PRINCETON, NJ 08542

PHILLIP M. GUESS, ESQ.
PRESTON GATES ELLIS & ROUVELAS MEEDS
LLP
925 FOURTH AVENUE, SUITE 2900
SEATTLE, WA 98104-1158

COMMODITY FUTURES TRADING COMMISSION
GEORGE G. WILDER, COUNSEL
1155 21ST STREET, N.W.
WASHINGTON, DC 20581

COMMODITIES FUTURES TRADING
COMMISSION
CHRISTINE RYALL
1155 21ST ST NW
WASHINGTON, DC 20581

JOHN H. WILLIAMS
804 HIGHWOODS DRIVE
FRANKLIN LAKES, NJ 7417

DIAMOND MCCARTHY TAYLOR & FINLEY, LLP
ARLEY D. FINLEY, III, ESQ.
6504 BRIDGPOINT PARKWAY
SUITE 400
AUSTIN, TX 78730

JAMES P. SHINEHOUSE, GOVERNMENT
RECEIVER
1628 JFK BOULEVARD
SUITE 1600
PHILADELPHIA, PA 19103

FRIEDMAN KAPLAN SEILER & ADELMAN LLP
SCOTT M. BERMAN, ESQ.
JOHN R. CAHILL, ESQ.
COUNSEL FOR ARNTZ FAMILY FOUNDATION
1633 BROADWAY
NEW YORK, NY 10019-6708

KRAMER LEVIN NAFTALIS & FRANKEL LLP
JONATHAN KOEVARY, ESQ.
COUNSEL FOR ERIC AND DIANE GARFINKEL
1177 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

KOSKOFF, KOSKOFF & BIEDER, P.C.
WILLIAM M. BLOSS, ESQ.
350 FAIRFIELD AVENUE
BRIDGEPORT, CT 6604

MORRISON COHEN, LLP
JOSEPH T. MOLDOVAN, ESQ.
909 THIRD AVENUE
NEW YORK, NY 100224784

LORI LAPIN JONES, ESQ.
LORI LAPIN JONES PLLC.
98 CUTTER MILL ROAD
SUITE 201 NORTH
GREAT NECK, NY 11021

REGENT UNIVERSITY ENDOWMENT
ATTN: LOUIS ISAKOFF, VP
977 CENTERVILLE TURNPIKE, SHB 302
VIRGINIA BEACH, VA 23463

SEYFARTH SHAW, LLP
WILLIAM J. FACTOR
COUNSEL FOR THE JEWISH FEDERATION OF
METROPOLITAN CHICAGO
131 SOUTH DEARBORN, SUITE 2400
CHICAGO, IL 60613

SECURITIES AND EXCHANGE COMMISSION
PAUL W. KISSLINGER
100 F STREET, N. E.
WASHINGTON, DC 205494010

SILVER CREEK CAPITAL MANAGEMENT LLC
JONATHAN FISHER, GENERAL COUNSEL
1301 5TH AVENUE, 40TH FLOOR
SEATTLE, WA 981012663

UNITED STATES ATTORNEY
FOR THE SOUTHERN DISTRICT OF NEW YORK
MARGERY BETH FEINZIG, ASST U. S. ATTY.
OFFICE OF THE U.S. ATTY.
S. DIST COURTHOUSE
300 QUARROPAS ST
WHITE PLAINS, NY 10601

UNITED STATES ATTORNEY FOR THE
SOUTHERN DISTRICT OF NEW YORK
MICHAEL J. GARCIA, ASST U. S. ATTORNEY
OFFICE OF THE U.S. ATTY.
U.S. DIST COURTHOUSE
300 QUARROPAS ST
WHITE PLAINS, NY 10601

SANFORD P. ROSEN, ESQ.
SANFORD P. ROSEN & ASSOCIATES, P.C.
747 THIRD AVENUE
NEW YORK, NY 10017-2803

ARLEY D. FINLEY, III, ESQ.
JASON M. RUDD, ESQ.
DIAMOND MCCARTHY TAYLOR FINLEY & LEE,
LLP
6504 BRIDGEPOINT PARKWAY, STE. 400
AUSTIN, TX 78730

JAMES BERMAN, ESQ.
ZEISLER & ZEISLER, P.C.
558 CLINTON AVENUE
P.O. BOX 3186
BRIDGEPORT, CT 06605-0186

WILLIAM R. HINCHMAN, ESQ.
ADELMAN LAVINE GOLD AND LEVINE,
A PROFFESIONAL CORPORATION
FOUR PENN CENTER, SUITE 900
PHILADELPHIA, PA 19103-2808

JAMES J. LEE, ESQ.
PAUL E. HEATH, ESQ.
VINSON & ELKINS L.L.P.
TRAMMELL CROW CENTER
2001 ROSS AVENUE, SUITE 3700
DALLAS, TX 75201-2975

BRIAN L. SHAW, ESQ.
SHAW GUSSIS FISHAMN GLANTZ
WOLFSON & TOWBIN LLC
321 NORTH CLARK STREET, SUITE 800
CHICAGO, IL 60610

JOSEPH W. ALLEN, ESQ.
JAECKLE FLEISCHMANN & MUGEL, LLP
12 FOUNTAIN PLAZA
BUFFALO, NY 14202-2292

ROBERT E. ORIANS, ESQ.
SHEA S. WELLFORD, ESQ.
MARTIN TATE MORROW & MARSTON, P.C.
INTERNATIONAL PLACE, TOWER II
6410 POPLAR AVENUE, SUITE 1000
MEMPHIS, TN 38119

JOEL M. MILLER, ESQ.
CHARLES R. JACOB, III, ESQ.
JEREMY M. SHER, ESQ.
MILLER & WRUBEL P.C.
250 PARK AVENUE
NEW YORK, NY 10177-0699

RICHARD M. ALLEN, ESQ.
P.O. BOX 108
NORTH ENGREMONT, MA 01252

LISA A. DUNSKY, ESQ.
MAYER, BROWN, ROWE & MAW LLP
71 SOUTH WACKER DRIVE
CHICAGO, IL 60606

PHILIP M. GUESS
PRESTON GATES ELLIS
925 FOURTH AVENUE
SUITE 2900
SEATTLE, WA 98104-1158

M. WILLIAM MUNNO, ESQ.
SEWARD & KISSEL LLP
ONE BATTERY PARK PLAZA
NEW YORK, NEW YORK 10004

STEPHANIE WICKOUSKI, ESQ.
GARDNER CARTON & DOUGLAS LLP
12 EAST 49TH STREET
NEW YORK, NY 10017

KRISTIN K. GOING, ESQ.
GARDNER CARTON & DOUGLAS LLP
1301 K STREET, N.W.
WASHINGTON, D.C. 20005-3317

P. GREGORY SCHWEB, ESQ.
CHRISTIAN D. CARBONE, ESQ.
LOEB & LOEB LLP
345 PARK AVENUE
NEW YORK, NEW YORK 10154-1895